

Blue Star Foundation – Constitution

Edition: 14 November 2018

NAME AND PARTICULARS

1. The name of the charity is the Blue Star Foundation, hereinafter referred to as “the charity”.
2. The registered office of the charity will be located in England.

OBJECTS AND POWERS

3. The objects of the charity are to advance the physical education, for the benefit of the public, of students at the University of Newcastle-Upon-Tyne (“the University”) by participation in the sport of rowing through the provision of facilities, equipment and financial support.
4. The charity shall have power to undertake any lawful action best calculated to advance its objects, including but not limited to:
 - a. to make any charitable donation either in cash or assets to Newcastle University Boat Club (“NUBC”) or other persons or rowing organisations affiliated or connected to the University;
 - b. to make or enter into contracts through appropriate means;
 - c. to make investments, purchase insurance (including indemnity insurance for the Trustees), procure expert advice, or purchase and hold property through appropriate means;
 - d. to procure goods and/or services for the benefit of NUBC or other persons or rowing organisations affiliated or connected to the University.

ASSET LOCK AND FINANCIAL RESTRICTIONS

5. The assets, funds, property and income of the charity will be applied solely to advance its objects. None of the assets, funds, property or income of the charity may be paid or transferred by way of any dividend, bonus or profit to a member or Trustee of the charity.
6. However, this will not preclude:
 - a. members benefiting from the charity by way of being a beneficiary of the charity,
 - b. the reimbursement of any expenses reasonably incurred through the administration or other activities of the charity, or
 - c. the purchase by the charity of any trustee indemnity insurance cover.
7. No Trustee shall be remunerated for or benefit financially from being a Trustee. No Trustee may:
 - a. buy or sell goods, services or any asset to or from the charity,
 - b. loan or lend money to or from the charity, or
 - c. be employed by the charity.

MEMBERS

8. Any person aged over 18 who makes a commitment to donate to the charity on a significant or continuous basis may be invited to become a member of the charity by the Trustees.
9. The Trustees will have discretion as to the form or other requirements as part of the admission process for membership, but a person must positively indicate their consent in writing to join the charity as a member.
10. The Trustees may rescind an existing membership if:
 - a. that member in their view no longer contributes to the charity,
 - b. in their view continuing such membership would bring the charity into disrepute or would be detrimental to the advancement of the charity’s objects, or

- c. they otherwise have good cause to do so.
- 11. Membership of the charity is not transferable and shall cease if a member dies.
- 12. If a member wishes to resign from their membership, they must indicate this in writing to the Trustees.

TRUSTEES

- 13. There will be at least four and no more than eight Trustees, who will be responsible for managing the affairs of the charity. The Trustees will ensure that the assets of the charity are applied solely to advance its objects and that it conforms with the Law.
- 14. The Trustees will exercise all the powers of the charity as they see fit, subject to the oversight of the members in General Meeting.
- 15. The Trustees may delegate their powers to any person or committee by such means and on such terms as they resolve.
- 16. The Trustees will meet as required, and a quorum of four Trustees will be required for all of their meetings. Decisions at meetings will be made by majority vote, and if a tie arises on any matter, the matter will not be passed. The Trustees may meet without being physically present together (e.g. communicating by electronic means). Except as noted in this constitution, the Trustees shall regulate their proceedings as they think fit.
- 17. The Trustees will elect one of their number to chair their meetings.
- 18. The Trustees may take decisions outside of meetings by unanimous agreement through correspondence in writing, and any decision made in this manner shall be valid as if made in a meeting – provided that a record of any such decision is kept by the Secretary in the same manner as a minute of a meeting.
- 19. The Trustees will be elected by the members at the AGM to serve one-year terms. A person may serve as a Trustee indefinitely, provided that they are re-elected by the members.
- 20. Any member who has held membership for more than 12 months continuously may be elected as a Trustee.
- 21. Financial or legal responsibility incurred by the Trustees in the course of their duties will not necessarily be their personal liability, but that of the charity as a whole, and they may be indemnified to this effect from the funds of the charity.
- 22. A person will cease to be a Trustee if that person:
 - a. is disqualified from being a Trustee of a charity by virtue of any provision of law;
 - b. resigns by written notice to the charity;
 - c. is absent from all meetings or fails to communicate with the charity in writing for at least 6 months, and the other Trustees resolve that there is no good reason for this and they should be removed;
 - d. is removed as a Trustee by a resolution of a General Meeting; or
 - e. becomes incapable of acting as a Trustee by virtue of any illness or injury, and the other Trustees resolve that they should be removed for this reason.
- 23. If for any reason a vacancy arises in the number of existing Trustees, the Trustees may co-opt a member to replace that Trustee until the next Annual General Meeting. If the number of Trustees falls below the quorum, the remaining Trustees may meet or decide in writing to appoint additional Trustees regardless.
- 24. The Trustees have a duty to avoid conflicts of interest, and all Trustees must declare any possible conflicts of interest to the other Trustees at the soonest opportunity. If it is agreed by the other Trustees that a Trustee has a conflict of interest, that Trustee in question may not participate in any discussion or vote on any matter where the conflict of interest arises, unless the other Trustees agree otherwise.

25. The Trustees shall keep accounts, in accordance with the requirements of the Charity Commission or other relevant regulator, and comply with all obligations in respect of preparing and transmitted financial statements or annual reports to the Charity Commission.
26. The Trustees may appoint one of their number, or another person, as the secretary of the charity.
27. Any matter not provided for in this Constitution will be dealt with by the Trustees.

GENERAL MEETINGS

28. An Annual General Meeting (AGM) will be called every year, to be held no later than 4 months after the end of the charity's financial period. At this meeting all Trustees will be elected, and accounts for the most recent financial period preceding the meeting will be presented for acceptance.
29. Other General Meetings may be called by the Trustees or by petition of not less than 20% of the members of the Charity.
30. At least 14 days' notice must be given in advance to members of any General Meeting, which must specify the time, date and location of the meeting as far as is possible. Notice must also be provided to the Secretary (or another officer) of NUBC.
31. At every General Meeting every member of the charity will have one and only vote.
32. The chair of a General Meeting will be the chair of the Trustees. If they are absent at a General Meeting, another member present will be elected to chair that General Meeting.
33. Decisions will be made by consensus or voted upon by a show of hands, unless at least two members demand a recorded vote. A simple majority will be required to make decisions (except where otherwise noted), and in the event of a tie a matter will not be passed. Elections for Trustees, if contested, will be conducted by secret ballot.
34. The quorum for General Meetings will be five members. If a General Meeting is found to be inquorate after 60 minutes from its advertised start time, the meeting will be adjourned until a later date as determined by the Trustees, for which proper notice must be given. There will be no quorum for a General Meeting which has previously been adjourned.
35. The Trustees may institute arrangements for proxy voting or for votes to be cast in advance of a General Meeting, but are under no obligation to do so.

AMENDMENT

36. This Constitution will be amended or altered only by a General Meeting of the charity.
37. A motion to alter this Constitution will require a two-thirds majority of those present and voting to pass (excluding abstentions).
38. No amendment will be valid that has the effect of making the charity no longer a charity.

DISSOLUTION

39. The charity will be wound up if a motion to that effect is carried by a two-thirds majority in a General Meeting convened exclusively for this purpose. Such a General Meeting will require 28 days' notice to be provided to the members to be validly convened.
40. If, after settling all debts and liabilities, there remain any residual assets or resources, these will not be distributed to the members of the charity. Instead, these will be either applied directly for the objects, transferred to any charity or charities for purposes the same or similar to those of the charity, or applied in some other manner that is approved in advance in writing by the Charity Commission for England and Wales. The distribution of funds on this basis shall be as the members determine at the General Meeting that winds up the charity.

ADMINISTRATIVE PROVISIONS

41. The Trustees may institute (or amend or remove) any rule or other measure to manage or govern the charity in further detail, provided these are compatible with this Constitution and the law.
42. Unless otherwise agreed by the Trustees, a document or information (including any notice) to be given or provided to any person will be sent to them in electronic form. A member who does not register an email address or a postal address within the UK with the Trustees shall not be entitled to receive notice.
43. A person who attends a meeting (including by proxy) shall be deemed to have received sufficient notice of the meeting and the purposes for which it was called.
44. The Trustees will keep minutes and records of their meetings and decisions, and of all General Meetings.
45. As far as is compatible with the law, any informality, irregularity, error, slip or omission that is genuinely accidental shall not invalidate any act or decision of the charity. This includes but is not limited to the giving of notice, the conduct or proceedings of any meeting or the making of a decision by the Trustees.
46. If a decision is made by the Trustees, but it is later found that a Trustee was disqualified or not validly appointed to the position of Trustee, or not entitled to vote on the matter, the decision shall be valid nonetheless.
47. References to 'days' in this Constitution means calendar days.